

thereon) registered a protest, against the agreement submitted may, within twenty days after such meeting (but not afterwards), make upon the corporation a written demand for payment for his stock, and shall be entitled to receive an amount equal to the fair value thereof on the date of such sale, lease, exchange or transfer unaffected by such sale, lease, exchange or transfer, with interest from said date. If the dissenting stockholder and the corporation shall fail to agree upon the fair value of said stock, the stockholder may, within thirty days after such written demand, apply to any court of equity having jurisdiction over the corporation, on reasonable notice to be furnished by said court to the corporation, for the appointment of three disinterested commissioners to appraise the fair value of his stock, and thereupon such proceedings shall be had as are provided by Section 37 of this Article. The proceeding by a dissenting stockholder hereunder shall not prevent or delay the execution and performance of any agreement approved as aforesaid; but in the case of every such sale, lease, exchange or transfer, the vendee, lessee or grantee shall take the property of the corporation subject to its debts and liabilities, including the claim of every such dissenting stockholder if such dissenting stockholder shall have notified the vendee, lessee or grantee in writing of such claim within twenty days after the sale, lease, exchange or transfer. In case the award of the commissioners is not paid within thirty days after confirmation thereof by the court, or in case of an appeal within thirty days after confirmation thereof by the Court of Appeals, the amount of the award shall be a decree against the corporation and such decree shall have priority over any encumbrance placed by the vendee, lessee or grantee upon the property so bought, leased, exchanged or transferred and may be collected as other decrees in said court are by law collectible. The right granted to a dissenting stockholder hereunder to receive payment for his stock shall cease if, at any time prior to the confirmation of the award by the lower court, or in the case of an appeal prior to the confirmation of the award by the Court of Appeals, the agreement of sale, lease, exchange or transfer shall be rescinded by appropriate action so that the stock of the dissenting stockholder remains unaffected thereby.

(c) The provisions of this Section and of the four preceding Sections shall not impair or affect in any way any restrictions, limitations or other provisions, contained in any ordinance granting or conferring any franchise heretofore passed by any municipal corporation of this State, prohibiting, limiting or restricting the transfer or assignment of such franchise.¹

Bill containing no allegation that trade secrets of corporation had been divulged, and as such secrets under allegations of bill are assets of such corporation, fraud on minority stockholders not made out. Allegations merely showing controversy over value in an *intra vires* corporate matter, not sufficient, notwithstanding unity of control and purpose of directors and stockholders of buying and selling corporations. Real complaint that price of stock inadequate. Rights of dissenting stockholders under this section and sec. 37. See notes to sec. 84. *Homer v. Crown Cork & Seal Co.*, 155 Md. 78.

See notes to secs. 9 and 33.

1927, ch. 581, sec. 36½.

39. If any sale, lease, exchange or transfer of the property and assets of a corporation as an entirety or substantially as an entirety shall be made pursuant to authority conferred by an amendment to its charter, in the absence of a reservation in such charter of the right to make such

¹ See footnote to sec. 23.